

RECORDATION NO. 20848 FILED

SEP 3 '97

11-40AM

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OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD
SEP 3 11 37 AM '97

September 3, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Railroad Equipment Lease Agreement, dated as of June 6, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: DJJ Leasing Ltd.
300 Pike Street
Cincinnati, Ohio 45202

Lessee: Harvest States Cooperative
1667 N. Snelberg St.
St. Paul, MN 55108

A description of the railroad equipment covered by the enclosed document is:

20 railcars bearing reporting marks and road numbers within the series DJLX 97200 through DJLX 97219, inclusive.

Counter Parts - Jim Barton

Mr. Vernon A. Williams
September 3, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

ORIGINAL

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MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 6th day of June, 1997, is intended to evidence the lease dated as of June 6, 1997 (the "Lease"), between **DJJ LEASING LTD.**, an Ohio limited liability company ("Lessor"), and **HARVEST STATES COOPERATIVES**, a Minnesota corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty (20) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ LEASING LTD.

By: 

Name: James H. Goetz

Title: Vice President

Date: June 6, 1997

HARVEST STATES COOPERATIVES

By: 

Name: PATRICK E. JACOBY

Title: VICE PRESIDENT

Date: June 18, 1997

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 6th day of June, 1997,
by James H. Goetz, the Vice President of DJJ Leasing Ltd., an Ohio limited liability
company, on behalf of the company.

Dianna L. Tobler
Notary Public

My Commission expires:

June 7, 1999

DIANNA L. TOBLER
Notary Public, State of Ohio
My Commission Expires June 7, 1999

STATE OF Minnesota)
)
COUNTY OF Ramsey) SS:

The foregoing instrument was acknowledged before me this 24th day of June,
1997, by Patrick Jacoby, the Vice President of Harvest States
Cooperatives, a Minnesota corporation, on behalf of the corporation.

Nanci L. Lilja
Notary Public

My Commission expires:

1/31/2000

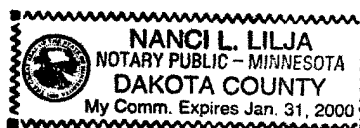


EXHIBIT A

To the Memorandum of Lease dated June 6, 1997, between DJJ Leasing Ltd. and Harvest States Cooperatives.

DESCRIPTION OF UNITS

Twenty (20) railcars bearing reporting marks as follows:

DJLX 97200 - 97219, INCLUSIVE